

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
AXA EQUITABLE LIFE INSURANCE  
COMPANY (f/k/a THE EQUITABLE LIFE  
ASSURANCE SOCIETY OF THE UNITED  
STATES),

Plaintiff,

vs.

CENTRE LIFE INSURANCE COMPANY,

Defendant.  
-----X

Civil Action No. \_\_\_\_\_

**MOTION FOR SEALING ORDER**

**[CONDITIONALLY] FILED UNDER  
SEAL**

**[SUBJECT TO MOTION TO FILE  
UNDER SEAL]**

AXA Equitable Life Insurance Company (“AXA Equitable”), by and through its attorneys, respectfully moves the Court, pursuant to Federal Rule of Civil Procedure 65(a) and (b), for an order to file all papers in this action under seal, and in support of such relief states:

1. As set forth in the accompanying Memorandum of Law and the Affidavit of Linda H. Martin, Petitioner AXA Equitable hereby moves this Court for an order permitting AXA Equitable to file its Motion, By Order to Show Cause, For Temporary Restraining Order and Preliminary and Permanent Injunctive Relief (the “Reserve Trust Motion”) and all papers in this action under seal.

2. This action arises out of the breach by Centre Life Insurance Company (“Centre”) of its obligations under various agreements entered into between the parties in or about July 2000 in connection with a 100% Quota Share Reinsurance Agreement. In particular, Centre assumed 100% of the economic risk associated with its acquisition from AXA Equitable of an individual disability insurance block of business (the “Disability Block”), and Centre further agreed to maintain adequate credit support to enable it to meet its obligations in

connection with the Disability Block. Centre is violating its obligation to maintain that credit support.

3. AXA Equitable requests permission to file its Reserve Trust Motion and all papers in this action under seal because they attach and reference throughout information that is deemed "Confidential Information" by the related Administrative Services Agreement By and Among Disability Management Services, Inc., AXA Equitable and Centre (the "ASA").

4. Specifically, in the ASA (a true and correct copy of which is annexed hereto as Exhibit A), Section 11 reads:

Each party agrees that it will keep in confidence all confidential, proprietary or policyholder information (the "Confidential information") that has been or may be provided by another party in the course of the performance of its duties contemplated hereby, and that the receiving party will use the same for the sole purpose of performing its obligations hereunder. Each party hereby agrees not to disclose the Confidential Information of another party to any person except those of its employees, agents, contractors and advisors who have a reasonable need to know such information to assist or advise the party in connection with the performance of its obligations, or enforcement of its rights, hereunder.

*See* Exhibit A at ¶ 11.

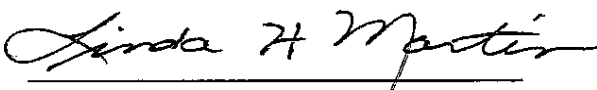
5. In connection with the Reserve Trust Motion, AXA Equitable intends to submit Confidential Information, including but not limited to financial information regarding Centre and the individual disability insurance business transferred by AXA Equitable to Centre, as well as related correspondence. In addition, AXA Equitable intends to submit agreements underlying the transaction in which AXA Equitable transferred the Disability Block to Centre and obtained credit support from Centre.

6. Accordingly, in light of AXA Equitable's obligations under the ASA not to disclose "Confidential Information", AXA Equitable requests that the Court permit AXA Equitable to file the Reserve Trust Motion and all documents in this case under seal.

Dated: New York, New York  
February 19, 2008

Respectfully submitted,

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